



First Union Rail Corporation  
NC5811  
Commercial Leasing Group  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

July 30, 2002

RECORDATION NO. 22147-C FILED

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

AUG 2 '02 10-45 AM  
SURFACE TRANSPORTATION BOARD



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated July 8, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22147.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Burlington Northern and Santa Fe  
Railway Company  
2650 Lou Menk Drive  
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is 1,000 (one thousand) 4750 cubic foot capacity covered hopper cars, with car numbers (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone  
Manager of Documentation

Enclosures

(BNSF066)

RECORDATION NO. 22147-C FILED

AUG 2 '02 10-45 AM

ASSGN. NO. BNSF066

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 8th day of July, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and The Burlington Northern and Santa Fe Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 1, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 42 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2001, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Domagrowski  
Name: K.A. Domagrowski  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 8th day of July, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, SUSAN BROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of July, 2002.

Susan Brokulskey  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)

**LESSEE:**

THE BURLINGTON NORTHERN AND  
SANTA FE RAILWAY COMPANY

By: Marc A. Allen

Name: Marc A. Allen

Title: AVP- Carload Equipment

ATTEST:

By: Jeffrey T. Williams

Name: Jeffrey T. Williams

Title: Assistant Secretary

Executed on this 28th day of June, 2002

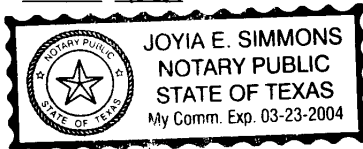
[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF TARRANT

I, Joyia E. Simmons, a Notary Public of the County  
and State aforesaid, certify that Marc A. Allen personally appeared before me  
this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of June,  
2002.



Commission Expires:

3-23-2004  
(Notary Public)

Joyia E. Simmons  
Notary Public

## EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One thousand (1000)

DESCRIPTION OF CARS: Covered Hoppers - 4750 c.f., 268,000 or 286,000 GRL

CAR NUMBERS: See below:

FURX	4108	FURX	822400	FURX	824272	FURX	827031	FURX	827937
FURX	463197	FURX	822462	FURX	824274	FURX	827086	FURX	827940
FURX	463199	FURX	822769	FURX	824279	FURX	827100	FURX	827941
FURX	463222	FURX	822784	FURX	824285	FURX	827102	FURX	827942
FURX	820654	FURX	822790	FURX	824362	FURX	827145	FURX	827947
FURX	820681	FURX	822837	FURX	824379	FURX	827415	FURX	827954
FURX	820809	FURX	823012	FURX	824398	FURX	827417	FURX	827956
FURX	820856	FURX	823131	FURX	824420	FURX	827421	FURX	827959
FURX	820862	FURX	823318	FURX	824474	FURX	827511	FURX	827992
FURX	821417	FURX	823441	FURX	824515	FURX	827582	FURX	828002
FURX	821443	FURX	823568	FURX	824519	FURX	827593	FURX	828031
FURX	821498	FURX	823575	FURX	824524	FURX	827610	FURX	828033
FURX	821741	FURX	824198	FURX	824536	FURX	827618	FURX	828046
FURX	821945	FURX	824200	FURX	824564	FURX	827622	FURX	828184
FURX	822119	FURX	824204	FURX	824614	FURX	827628	FURX	828188
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FURX	822161	FURX	824209	FURX	826302	FURX	827650	FURX	828422
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FURX	822174	FURX	824223	FURX	826798	FURX	827674	FURX	828425
FURX	822178	FURX	824224	FURX	826799	FURX	827675	FURX	828428
FURX	822296	FURX	824226	FURX	826806	FURX	827677	FURX	828432
FURX	822297	FURX	824232	FURX	826813	FURX	827683	FURX	828447
FURX	822308	FURX	824246	FURX	826844	FURX	827686	FURX	828451
FURX	822321	FURX	824247	FURX	826846	FURX	827695	FURX	828459
FURX	822333	FURX	824250	FURX	826854	FURX	827698	FURX	828472
FURX	822336	FURX	824251	FURX	826910	FURX	827703	FURX	828477
FURX	822353	FURX	824254	FURX	826944	FURX	827713	FURX	828478
FURX	822361	FURX	824255	FURX	826945	FURX	827744	FURX	828480
FURX	822362	FURX	824259	FURX	826967	FURX	827747	FURX	828484
FURX	822369	FURX	824263	FURX	826992	FURX	827899	FURX	828748
FURX	822379	FURX	824268	FURX	827020	FURX	827934	FURX	828981

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FURX	829414	FURX	829681	FURX	830059	FURX	830108	FURX	830387
FURX	829418	FURX	829687	FURX	830060	FURX	830109	FURX	830430
FURX	829424	FURX	829688	FURX	830062	FURX	830110	FURX	830491
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NOKL	830602	NOKL	830868	NOKL	831154	NOKL	832389	NOKL	832617
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NOKL	832625	NOKL	832679	NOKL	832975	NOKL	833029	RUSX	483351
NOKL	832632	NOKL	832698	NOKL	832977	NOKL	833031	RUSX	486652
NOKL	832642	NOKL	832707	NOKL	832989	NOKL	833032	UMPX	65061
NOKL	832643	NOKL	832712	NOKL	832993	NOKL	833034	UMPX	480394
NOKL	832644	NOKL	832713	NOKL	832994	NOKL	833038	UMPX	483627
NOKL	832645	NOKL	832721	NOKL	832996	NOKL	833307	UMPX	484496
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